

RECORDATION NO. 23925 ^A FILED

FEB 06 '07 -11 00 AM

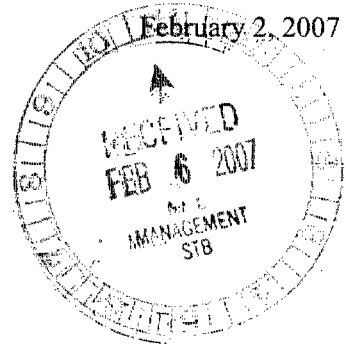
SURFACE TRANSPORTATION BOARD

FIRST UNION RAIL

One O'Hare Centre
6250 River Road, Suite 500
Rosemont, IL 60018-4214

VIA UPS 2nd DAY AIR

Mr. Vernon E. Williams
Surface Transportation Board
1925 K Street, N.W., Room 704
Washington, DC 20423-0001
Attn: Recordation of Railroad Equipment



Re: Memorandum of Lease Agreement

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are one (1) original and two (2) copies of a Memorandum of Lease Agreement, dated December 26, 2006, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Commission under Recordation Number 23925. The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Center
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: Great Salt Lake Minerals Corporation
9900 W. 109th St., Suite 600
Overland Park, KS 66210

A description of the railroad equipment covered by the enclosed document is fifty (50) covered hopper cars, marked FURX and NDYX (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: Memorandum of Lease

Also enclosed is a check in the amount of \$34.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5375.
Thank you for your cooperation in this matter.

Sincerely,

Janice Enolva

Janice Enolva
Manager of Documentation

Enclosures
(GRSA002)

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 26th day of December, 2006, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, Great Salt Lake Minerals Corporation. ("Lessee"), a Delaware corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of October 30, 2006, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 1 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of January 18, 2003, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: Richard F. SeymourName: RICHARD F. SEYMOUR
Title: VICE PRESIDENT SALES & MARKETINGBy: K.A. DombrowskiName: K.A. DombrowskiTitle: DIRECTOR OF DOCUMENTATION Executed on this 26th day of December, 2006

[CORPORATE SEAL]

RECORDATION NO. 23925-A FILED

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STATE OF ILLINOIS

SURFACE TRANSPORTATION BOARD

COUNTY OF COOK

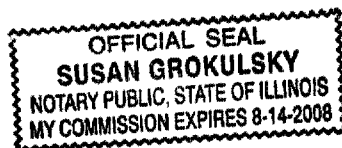
I, SUSAN GROKULSKY, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 26th day of December, 2006.

Susan Grokulska
Notary Public

My Commission Expires:

8-14-2008
(Notary Public)



LESSEE:

GREAT SALT LAKE MINERALS CORPORATION

By: Dennis Bergeson

Name: Dennis Bergeson

Title: Vice President Supply Chain & Engineering

ATTEST:

By: Joseph M. Henderson

Name: Joseph M. Henderson

Title: Director Supply Chain

Executed on this 8th day of JANUARY, 2007

[CORPORATE SEAL]

STATE OF KANSAS

COUNTY OF JOHNSON

I, DEBORAH DERENDINGER, a Notary Public of the County and State aforesaid, certify that DENNIS BERGESON personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 8th day of JAN., 2007.

Deborah Derendinger
Notary Public

Commission Expires:

12-20-07
(Notary Public)

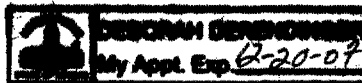


EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Fifty (50)

DESCRIPTION OF CARS: 4600/4650/4750 cu. ft. covered hoppers, 268,000 lb. gross weight on rail

CAR NUMBERS:

FURX	815172	NDYX	816468
NDYX	815000	NDYX	816470
NDYX	815002	NDYX	816472
NDYX	815019	NDYX	816473
NDYX	815052	NDYX	816474
NDYX	815076	NDYX	816476
NDYX	815080	NDYX	816479
NDYX	815081	NDYX	816480
NDYX	815082	NDYX	816494
NDYX	815086	Count:	50
NDYX	815093		
NDYX	815094		
NDYX	815096		
NDYX	815107		
NDYX	815108		
NDYX	815109		
NDYX	815120		
NDYX	815135		
NDYX	815138		
NDYX	815141		
NDYX	815145		
NDYX	815146		
NDYX	815155		
NDYX	815157		
NDYX	815160		
NDYX	815162		
NDYX	815166		
NDYX	815169		
NDYX	815173		
NDYX	815176		
NDYX	815184		
NDYX	815186		
NDYX	815196		
NDYX	816450		
NDYX	816453		
NDYX	816457		
NDYX	816459		
NDYX	816460		
NDYX	816461		
NDYX	816463		
NDYX	816466		